

FORM REQUESTED BY AEROSTAR SA

**SPECIAL PROXY FORM
FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
ON AUGUST 13th/14th, 2020 (secret vote)**

The Undersigned/Subscribed _____ (name, surname/name of represented shareholder, in capital letters), resident in/ with headoffice in _____, str. _____, no _____, bl. _____, floor _____, app. _____, sector/county _____, country _____, identified with ID card/Passport / Permit of Residence series _____ no. _____, issued by _____, on the date of _____, valid until _____, Personal Identification Number (CNP) _____// registered in the Trade Registry _____ under no _____, Sole Identification No (CUI) _____, by legal /conventional representative (to strikethrough the incorrect variant Mr./Ms. _____, holding a number of _____ ordinary, dematerialized nominative shares, with a nominal value of 0,32 lei, issued by AEROSTAR S.A. (the „Company”), which entitles to a number of _____ votes of the total 152.277.450 shares/voting rights in the Extraordinary General Meeting of Shareholders, as **PRINCIPAL**,

I hereby empower _____, with residence in/ with headoffice in _____, St. _____, no. _____, bl. _____, floor _____, app. _____, sector/county _____, identified with ID/ Passport/ Permit of Residence series _____ no _____, issued by _____, on the date of _____, valid until _____, Personal Identification Number (CNP) _____//registered in Trade Registry _____ under no _____, Sole Registration No (CUI) _____, by legal/ conventional representative (to strikethrough the incorrect variant) Mr./Ms. _____, as an **AGENT**,

to represent me in the **Ordinary General Meeting of Shareholders**, which will take place in Bacau, 9 Condorilor St., Bacau county, on the date of **August 13th, 2020**, starting with **13:00 hrs.**, as well as on the date when the second meeting is held on the date of **August 14th, 2020**, starting with **13:00 hrs.**, at the same address, the same agenda and the same Date of Reference, in case the first meeting cannot be held, and to exercise the voting rights related to my shareholdings, recorded in the Company’s Shareholders’ Registry on the Date of Reference **July 29th, 2020**, as follows (*to tick only in the adequate box and only for the items on the agenda for which the representative is empowered to attend and vote , as well the explicit voting instruction*):

AGENDA	FOR	AGAINST	ABSTAIN
<u>Item 2 on the agenda:</u> 2.1. Appointment, according to art. 65 of the Law no 162/2017 regarding the statutory audit of the annual financial statements and the consolidated annual financial statements, of the Audit Committee made up of the following members:			
1. Grigore HOROI;			
2. Mihai DEJU;			
3. Daniel BOTEZ			

2.2. Approval of the duration of the contracts signed with members of the Audit Committee for a period from 13 August 2020 to 12 August 2022			
2.3. Approval of the net allowances of the members of the Audit Committee at the level of 50% of the indemnity of a member of the Board of Directors			

I hereby empower the above mentioned agent to vote subject to the proxy instruction and grant him/ her with discretionary voting power on the aspects which were not identified and included on the agenda until the date when the present special proxy was made.

- Yes
- No

The secret special proxy form will be placed in a sealed envelope, which will be sent together with the special proxy form regarding the other items on the agenda.

Please find enclosed (as applicable):

1. Copy of the ID document of the shareholder- natural person (ID card/ Passport/Permit of Residence)
2. The official document which acknowledges the status of legal representative of the signatory (*proof issued by a competent body, in original or in copy conforming with the original, issued with maximum 30 days prior to the date when the Ordinary General Meeting of Shareholders convening notice was published*) and copy of the legal representative’s ID.
3. Declaration on one’s responsibility given by the credit institution which supplies custody services for the shareholders of the Company and which received the empowerment for the representation in the Special Proxy, which must comprise:
 - a) The credit institution provides custody services for such shareholder;
 - b) The instructions in the Special proxy are identical with the instructions from the SWIFT message received by the credit institution to vote on behalf such shareholder;
 - c) The Special Proxy is signed by the shareholder.

Made today, _____, in 3 original folds, having the same legal force, one for the Principal, one for the Agent and the third to be filed at the Company’s Registry Desk until the date of **August 11th, 2020, 13.00 hrs.**

Contact telephone no _____

PRINCIPAL,

 (Name, surname/name of represented shareholder, in capital letters)

 (Name and surname of the legal representative of the shareholder represented, in capital letters)

 (Signature of the shareholder represented/of the legal representative of the shareholder represented and stamp)